

USDC WD MICH NO. _____

GILL INDUSTRIES, INC.

v.

REI AUTOMATION, INC.

NOTICE OF REMOVAL

EXHIBIT A

Approved, SCAO	Original - Court 1st copy - Defendant	2nd copy - Plaintiff 3rd copy - Return
STATE OF MICHIGAN JUDICIAL DISTRICT JUDICIAL CIRCUIT COUNTY PROBATE	SUMMONS AND COMPLAINT	CASE NO. 17-11503 -CBB
17th		

Court address 180 Ottawa Avenue NW, Grand Rapids, Michigan 49503	Court telephone no. (616) 632-5220
Plaintiff's name(s), address(es), and telephone no(s). GILL INDUSTRIES, INC. 5271 Plainfield Avenue Grand Rapids, Michigan 49525	Defendant's name(s), address(es), and telephone no(s). v REI AUTOMATION, INC. Registered Agent: Grant R. Phillips 1240 Veterans Road Columbia, South Carolina 29209
Plaintiff's attorney, bar no., address, and telephone no. Robert D. Wolford (P62595) Christopher E. Nyenhuis (P80028) MILLER JOHNSON 45 Ottawa Avenue, SW, Suite 1100 Grand Rapids, MI 49503 (616) 831-1700	

SUMMONS**NOTICE TO THE DEFENDANT:** In the name of the people of the State of Michigan you are notified:

1. You are being sued.
2. **YOU HAVE 21 DAYS** after receiving this summons to **file an answer with the court** and serve a copy on the other party or **take other lawful action with the court** (28 days if you were served by mail or you were served outside this state).
3. If you do not answer or take other action within the time allowed, judgment may be entered against you for the relief demanded in the complaint.

Issued FEB 1 2018	This summons expires MAR 7 2018	Court clerk LISA BOSTON
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Family Division Cases (The following is information required in the caption of every complaint and is to be completed by the plaintiff.)

- ☐ This case involves a minor who is under the continuing jurisdiction of another Michigan court. The name of the court, file number, and details are on page _____ of the attached complaint.
- ☐ There is no other pending or resolved action within the jurisdiction of the family division of circuit court involving the family or family members of the parties.
- ☐ An action within the jurisdiction of the family division of the circuit court involving the family or family members of the parties has been previously filed in _____ Court.

The action ☐ remains ☐ is no longer pending. The docket number and the judge assigned to the action are:

Docket no.	Judge	Bar no.
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Civil Cases (The following is information required in the caption of every complaint and is to be completed by the plaintiff.)

- ☒ This is a business case in which all or part of the action includes a business or commercial dispute under MCL 600.8035.
- ☒ There is no other pending or resolved civil action arising out of the same transaction or occurrence as alleged in the complaint.
- ☐ A civil action between these parties or other parties arising out of the transaction or occurrence alleged in the complaint has been previously filed in _____ Court.

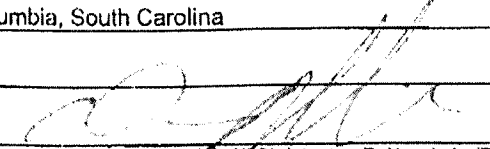
The action ☐ remains ☐ is no longer pending. The docket number and the judge assigned to the action are:

Docket no.	Judge	Bar no.
------------	-------	---------

VENUE

Plaintiff(s) residence (include city, township, or village) Grand Rapids, Kent County, Michigan	Defendant(s) residence (include city, township, or village) Columbia, South Carolina
Place where action arose or business conducted Kent County, Michigan	

12-21-17
Date


Signature of attorney/plaintiff Christopher E. Nyenhuis (P80028)

If you require special accommodations to use the court because of a disability or if you require a foreign language interpreter to help you to fully participate in court proceedings, please contact the court immediately to make arrangements.

MC 01 (6/17) SUMMONS AND COMPLAINT

Note to Plaintiff: The summons is invalid unless served on or before its expiration date.

MCR 2.102(D)(1), MCR 2.104, MCR 2.105, MCR 2.107, MCR 2.113(C)(2)(a), (b), MCR 3.200(A)

PROOF OF SERVICE**SUMMONS AND COMPLAINT**

Case No. 17- _____ -CBB

TO PROCESS SERVER: You are to serve the summons and complaint not later than 91 days from the date of filing or the date of expiration on the order for second summons. You must make and file your return with the court clerk. If you are unable to complete service you must return this original and all copies to the court clerk.

CERTIFICATE / AFFIDAVIT OF SERVICE / NONSERVICE☐ **OFFICER CERTIFICATE****OR**☐ **AFFIDAVIT OF PROCESS SERVER**

I certify that I am a sheriff, deputy sheriff, bailiff, appointed court officer, or attorney for a party (MCR 2.104[A](2)), and that: (notarization not required)

Being first duly sworn, I state that I am a legally competent adult who is not a party or an officer of a corporate party, and that: (notarization required)

☐ I served personally a copy of the summons and complaint,

☐ I served by registered or certified mail (copy of return receipt attached) a copy of the summons and complaint,

together with _____

List all documents served with the Summons and Complaint

_____ on the defendant(s):

Defendant's name	Complete address(es) of service	Day, date, time

☐ I have personally attempted to serve the summons and complaint, together with any attachments, on the following defendant(s) and have been unable to complete service.

Defendant's name	Complete address(es) of service	Day, date, time

I declare that the statements above are true to the best of my information, knowledge, and belief.

Service fee	Miles traveled	Fee	
\$		\$	
Incorrect address fee	Miles traveled	Fee	TOTAL FEE
\$		\$	\$

Signature _____

Name (type or print) _____

Title _____

Subscribed and sworn to before me on _____, _____ County, Michigan.
Date

My commission expires: _____ Signature: _____

Date

Deputy court clerk/Notary public

Notary public, State of Michigan, County of _____

ACKNOWLEDGMENT OF SERVICE

I acknowledge that I have received service of the summons and complaint, together with _____

Attachments

on _____

Day, date, time

on behalf of _____

Signature

STATE OF MICHIGAN

IN THE 17TH JUDICIAL CIRCUIT COURT FOR THE COUNTY OF KENT

GILL INDUSTRIES, INC.,

Plaintiff,

v.

REI AUTOMATION, INC.,

Defendant.

Case No. 17- 11503 -CBB

Hon. " "

Robert D. Wolford (P62595)
Christopher E. Nyenhuis (P80028)
MILLER JOHNSON
45 Ottawa Avenue SW, Suite 1100
P.O. Box 306
Grand Rapids, MI 49501-0306
(616) 831-1700

This is a business case in which all or part of the action includes a business or commercial dispute under MCCL 600.8035. Plaintiff is not aware of any other pending or resolved civil action arising out of the same transaction or occurrence as alleged in this complaint.

COMPLAINT

Plaintiff, Gill Industries, Inc. ("Gill"), for its Complaint states the following:

1. Plaintiff, Gill, is a Michigan corporation whose principal place of business is located at 5271 Plainfield Ave., Grand Rapids, MI 49525.
2. Defendant, REI Automation, Inc. ("REI"), is a South Carolina Corporation whose principal place of business is located at 1240 Veterans Road, Columbia, South Carolina 29209.
3. REI conducts business in the state of Michigan by, for example, supplying industrial equipment to customers such as Gill.
4. Venue is appropriate because REI conducts business in Kent County and because Gill maintains a place of business in Kent County.

5. The amount in controversy is greater than \$25,000.

GENERAL ALLEGATIONS

6. Gill is a global leader in the supply of precision-engineered assemblies and modules for the automotive, multi-use vehicle and furniture industries.

7. REI claims that it specializes in designing and building custom industrial equipment, including assembly lines, robotic cells and special-purpose machines.

8. Gill engaged REI to provide 4 welding cells to Gill. Each welding cell consisted of various machines and stations, including for example, welding robots, resistance pedestal welders, turntable welders and controllers.

9. To facilitate the transaction, Gill submitted to REI Purchase Order No. 61825-04 (\$604,575 for tooling), Purchase Order No. P046912 (\$1,232,605.00 for equipment), and Purchase Order No. PO477150-00-00 (\$128,000 for tooling) (the "POs"). **Exhibit 1.**

10. The original, total amount of the POs was \$1,965,180.00.

11. On June 29, 2016, REI issued and Gill accepted two change orders related to the POs that modified certain delivery requirements and reduced the amount of the total price to \$1,846,794.00 (the "Change Orders"). **Exhibit 2.**

12. The Change Orders reduced the amount of labor that REI would supply to Gill related to the welding cells, but the Change Orders did not reduce the amount of equipment that REI was to supply to Gill.

13. Gill has paid to REI a total of \$1,680,267.25 against POs 62825-04 and 46912 and \$51,200 against PO 477150.

14. The remaining balance on the POs is \$115,326.75.

15. However, REI failed to deliver to Gill certain equipment that the POs required REI to supply to Gill.

16. Most notably, while the POs required REI to supply 4 welding cells to Gill, REI only supplied 3 welding cells.

17. Accordingly, Gill did not receive, among other things, the following pieces of equipment that would have comprised the fourth welding cell:

• 1 of 4 turntable systems:	\$19,200;
• 1 of 4 dot preen traceability stations:	\$18,000;
• 1 of 4 vision systems:	\$13,275;
• 25% of equipment runoff at REI:	\$5,500;
• 50% of the full installation and runoff at Gill's Trenton facility:	\$7,960.00;
• Controls and Miscellaneous Equipment (e.g., circuit breakers, cables, etc.):	\$20,640.83;
• Total:	\$84,575.83.

18. Further, at Gill's request, REI did not complete the installation of the fixtures that Gill ordered, but REI never supplied Gill with the hardware that would have allowed Gill to complete the installation on its own. The value of the tooling and hardware that Gill did not receive is approximately \$150,500.00.

19. On March 31, 2017, REI sent Invoice No. 05001-10 in the amount of \$115,326.50. REI also sent Invoice No. 05002-5 in the amount of \$4,990.00 (collectively, the "Disputed Invoices"). **Exhibit 3.**

20. REI contends that Gill is responsible for paying REI on the Disputed Invoices.

21. However, the Disputed Invoices fail to account for the value of the equipment that REI failed to deliver and that Gill never received.

22. Because the value of the equipment that REI failed to supply to Gill exceeded the amount of the Dispute Invoices, Gill refused to pay the Disputed Invoices to set off the damage REI's failure had caused.

23. Gill has since explained its reasoning for not paying the March Invoice, but REI has persisted in demanding that Gill pay the Disputed Invoices in full.

COUNT ONE – DECLARATORY JUDGMENT

24. Gill realleges the foregoing allegations as if fully set forth herein.

25. MCR 2.605(A)(1) states that, “[i]n a case of actual controversy within its jurisdiction, a Michigan court of record may declare the rights and other legal relations of an interested party seeking a declaratory judgment, whether or not other relief is or could be sought or granted.”

26. An actual controversy exists between Gill and REI because REI claims that Gill owes REI \$120,316.50 to satisfy the Dispute Invoices while Gill, on the other hand, maintains that it does not owe REI any additional funds related to the POs.

WHEREFORE, Plaintiff, Gill Industries, Inc. respectfully requests that the Court enter judgment declaring that: (1) REI was the first to breach the contract between Gill and REI by failing to deliver the equipment as promised; and (2) that Gill does not owe REI any additional funds related to the POs or disputed invoices.

COUNT TWO – BREACH OF CONTRACT

27. Gill realleges the foregoing allegations as if fully set forth herein.

28. Gill and REI had a contract whereby, pursuant to several purchase orders and as modified by certain change orders, REI would supply Gill with equipment and services consisting of and relating to welding cells.

29. Gill, in turn, would pay REI for the equipment and services that REI supplied to Gill.

30. REI breached its contract by failing to supply the equipment to Gill that REI promised to provide while still accepting payment in an amount greater than the value of the equipment that REI actually supplied to Gill.

31. Gill has been damaged by REI's breach.

WHEREFORE, Plaintiff Gill Industries, Inc. respectfully requests judgment in its favor and against Defendant, REI Automation, Inc., in an amount to be determined at trial, plus pre-filing and post-filing statutory interest, costs, attorneys' fees, and any other appropriate relief.

COUNT THREE – UNJUST ENRICHMENT

32. Gill realleges the foregoing allegations as if fully set forth herein.

33. Gill conferred a benefit upon REI by paying it an amount in excess of the value of equipment that REI promised to supply to Gill.

34. It would unjust for REI to retain the benefit of that payment because REI failed to supply the equipment as promised and consistent with Gill's payments.

WHEREFORE, Plaintiff Gill Industries, Inc. respectfully requests judgment in its favor and against Defendant, REI Automation, Inc., in an amount to be determined at trial, plus pre-filing and post-filing statutory interest, costs, attorneys' fees, and any other appropriate relief.

MILLER JOHNSON
Attorneys for Plaintiff

Dated: December 21, 2017

By: 

Robert D. Wolford (P62595)
Christopher E. Nyenhuis (P80028)
45 Ottawa Avenue SW, Suite 1100
P.O. Box 306
Grand Rapids, Michigan 49501-0306
wolfordr@millerjohnson.com
nyenhuis@millerjohnson.com
(616) 831-1700

EXHIBIT 1



GILL INDUSTRIES, INC.
5271 PLAINFIELD AVENUE NE
GRAND RAPIDS, MI 49525
616-559-2700 Fax: 616-559-8850

PURCHASE ORDER

61825-04

11/23/2015

TO:

REI AUTOMATION
1240 VETERANS ROAD
COLUMBIA, MI 29209

SHIP TO:

GILL MANUFACTURING (2)
505 NORTH INDUSTRIAL BOULEVARD
TRENTON, GA 30752
USA

Buyer	Confirm To	Requested By	Ship Via	FOB	Terms
GMCCOTTER		HENTEMANN			

Item # / Rev	Description	Quantity	UOM	Unit Cost	Ext. Cost
Z01350	TOOLING	1.00	EACH	42,750.00 USD	42,750.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.381/382 Weld Tooling			Last Qty. Recvd:	0 11/09/2016

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED

Z01350	TOOLING	1.00	EACH	16,150.00 USD	16,150.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.381/382 Weld Tooling			Last Qty. Recvd:	0 11/09/2016

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED

Z01350	TOOLING	1.00	EACH	42,750.00 USD	42,750.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.381/382 Weld Tooling			Last Qty. Recvd:	0 11/09/2016

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED


Gill Industries

GILL INDUSTRIES, INC.
5271 PLAINFIELD AVENUE NE
GRAND RAPIDS, MI 49525
616-559-2700 Fax: 616-559-8850

PURCHASE ORDER

61825-04

11/23/2015

TO:

REI AUTOMATION
1240 VETERANS ROAD
COLUMBIA, MI 29209

SHIP TO:

GILL MANUFACTURING (2)
505 NORTH INDUSTRIAL BOULEVARD
TRENTON, GA 30752
USA

Buyer	Confirm To	Requested By	Ship Via	FOB	Terms
GMCCOTTER		HENTEMANN			

Item # / Rev	Description	Quantity	UOM	Unit Cost	Ext. Cost
Z01350	TOOLING	1.00	EACH	16,150.00 USD	16,150.00
Project ID: T1321	Net 30 on			Last Qty. Recvd:	0 11/09/2016

30% on order,
10% on conceptual design (which can be held until 2016),
25% on detail design,
25% on runoff, and
10% on installation.
3QF.802.381/382 Weld Tooling

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED

Z01350	TOOLING	1.00	EACH	11,875.00 USD	11,875.00
Project ID: T1321	Net 30 on			Last Qty. Recvd:	0 11/09/2016

30% on order,
10% on conceptual design (which can be held until 2016),
25% on detail design,
25% on runoff, and
10% on installation.
3QF.802.351/352 Weld Tooling

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED

Z01350	TOOLING	1.00	EACH	11,875.00 USD	11,875.00
Project ID: T1321	Net 30 on			Last Qty. Recvd:	0 11/09/2016

30% on order,
10% on conceptual design (which can be held until 2016),
25% on detail design,
25% on runoff, and
10% on installation.
3QF.802.351/352 Weld Tooling

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED



Gill Industries

GILL INDUSTRIES, INC.
5271 PLAINFIELD AVENUE NE
GRAND RAPIDS, MI 49525
616-559-2700 Fax: 616-559-8850

PURCHASE ORDER

61825-04

11/23/2015

TO:

REI AUTOMATION
1240 VETERANS ROAD
COLUMBIA, MI 29209

SHIP TO:

GILL MANUFACTURING (2)
505 NORTH INDUSTRIAL BOULEVARD
TRENTON, GA 30752
USA

Buyer	Confirm To	Requested By	Ship Via	FOB	Terms
GMCCOTTER		HENTEMANN			

Item # / Rev	Description	Quantity	UOM	Unit Cost	Ext. Cost
Z01350	TOOLING	1.00	EACH	11,875.00 USD	11,875.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.381/382 Weld Tooling			Last Qty. Recvd:	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	
Z01350	TOOLING	1.00	EACH	42,750.00 USD	42,750.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.569 Weld Tooling			Last Qty. Recvd:	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	
Z01350	TOOLING	1.00	EACH	48,450.00 USD	48,450.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.569 Weld Tooling			Last Qty. Recvd:	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	


Gill Industries

GILL INDUSTRIES, INC.
5271 PLAINFIELD AVENUE NE
GRAND RAPIDS, MI 49525
616-559-2700 Fax: 616-559-8850

PURCHASE ORDER

61825-04

11/23/2015

TO:

REI AUTOMATION
1240 VETERANS ROAD
COLUMBIA, MI 29209

SHIP TO:

GILL MANUFACTURING (2)
505 NORTH INDUSTRIAL BOULEVARD
TRENTON, GA 30752
USA

Buyer	Confirm To	Requested By	Ship Via	FOB	Terms
GMCCOTTER		HENTEMANN			

Item # / Rev	Description	Quantity	UOM	Unit Cost	Ext. Cost
Z01350	TOOLING	1.00	EACH	11,875.00 USD	11,875.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.351/352 Weld Tooling			Last Qty. Recvd:	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	
Z01350	TOOLING	1.00	EACH	11,875.00 USD	11,875.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.351/352 Weld Tooling			Last Qty. Recvd:	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	
Z01350	TOOLING	1.00	EACH	42,750.00 USD	42,750.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.802.570 Weld Tooling			Last Qty. Recvd:	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	


Gill Industries

GILL INDUSTRIES, INC.
5271 PLAINFIELD AVENUE NE
GRAND RAPIDS, MI 49525
616-559-2700 Fax: 616-559-8850

PURCHASE ORDER

61825-04

11/23/2015

TO:

REI AUTOMATION
1240 VETERANS ROAD
COLUMBIA, MI 29209

SHIP TO:

GILL MANUFACTURING (2)
505 NORTH INDUSTRIAL BOULEVARD
TRENTON, GA 30752
USA

Buyer	Confirm To	Requested By	Ship Via	FOB	Terms
GMCCOTTER		HENTEMANN			

Item # / Rev	Description	Quantity	UOM	Unit Cost	Ext. Cost
Z01350	TOOLING	1.00	EACH	48,450.00 USD	48,450.00
Project ID: T1321	Net 30 on			Last Qty. Recvd:	0 11/09/2016

30% on order,
10% on conceptual design (which can be held until 2016),
25% on detail design,
25% on runoff, and
10% on installation.
3QF.802.570 Weld Tooling

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED

Z01350	TOOLING	1.00	EACH	7,500.00 USD	7,500.00
Project ID: T1321	Net 30 on			Last Qty. Recvd:	0 11/09/2016

30% on order,
10% on conceptual design (which can be held until 2016),
25% on detail design,
25% on runoff, and
10% on installation.
3QF.803.803/804 Weld Tooling

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED

Z01350	TOOLING	1.00	EACH	7,500.00 USD	7,500.00
Project ID: T1321	Net 30 on			Last Qty. Recvd:	0 11/09/2016

30% on order,
10% on conceptual design (which can be held until 2016),
25% on detail design,
25% on runoff, and
10% on installation.
3QF.803.803/804 Weld Tooling

Release Qty	Request Date	Promise Date	Comment
1.00	11/23/2015	11/23/2015	

Status
RECEIVED


Gill Industries

GILL INDUSTRIES, INC.
5271 PLAINFIELD AVENUE NE
GRAND RAPIDS, MI 49525
616-559-2700 Fax: 616-559-8850

PURCHASE ORDER

61825-04

11/23/2015

TO:

REI AUTOMATION
1240 VETERANS ROAD
COLUMBIA, MI 29209

SHIP TO:

GILL MANUFACTURING (2)
505 NORTH INDUSTRIAL BOULEVARD
TRENTON, GA 30752
USA

Buyer	Confirm To	Requested By	Ship Via	FOB	Terms
GMCCOTTER		HENTEMANN			

Item # / Rev	Description	Quantity	UOM	Unit Cost	Ext. Cost
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Z01350 TOOLING 1.00 EACH 25,000.00 USD 25,000.00

Project ID: T1321 Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.803.803/804 Weld Tooling Last Qty. Recvd: 0 11/09/2016

Release Qty Request Date Promise Date Comment

1.00 11/23/2015 11/23/2015

Status
RECEIVED

Z01350 TOOLING 1.00 EACH 35,000.00 USD 35,000.00

Project ID: T1321 Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.803.803/804 Weld Tooling Last Qty. Recvd: 0 11/09/2016

Release Qty Request Date Promise Date Comment

1.00 11/23/2015 11/23/2015

Status
RECEIVED

Z01350 TOOLING 1.00 EACH 45,000.00 USD 45,000.00

Project ID: T1321 Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.803.803/804 Weld Tooling Last Qty. Recvd: 0 11/09/2016

Release Qty Request Date Promise Date Comment

1.00 11/23/2015 11/23/2015

Status
RECEIVED


Gill Industries

GILL INDUSTRIES, INC.
5271 PLAINFIELD AVENUE NE
GRAND RAPIDS, MI 49525
616-559-2700 Fax: 616-559-8850

PURCHASE ORDER

61825-04

11/23/2015

TO:

REI AUTOMATION
1240 VETERANS ROAD
COLUMBIA, MI 29209

SHIP TO:

GILL MANUFACTURING (2)
505 NORTH INDUSTRIAL BOULEVARD
TRENTON, GA 30752
USA

Buyer	Confirm To	Requested By	Ship Via	FOB	Terms
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Item # / Rev	Description	Quantity	UOM	Unit Cost	Ext. Cost
Z01350	TOOLING	1.00	EACH	22,500.00 USD	22,500.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.803.803/804 Weld Tooling			Last Qty. Recvd	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	
Z01350	TOOLING	1.00	EACH	22,500.00 USD	22,500.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.803.803/804 Weld Tooling			Last Qty. Recvd	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	
Z01350	TOOLING	1.00	EACH	35,000.00 USD	35,000.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. 3QF.803.803/804 Weld Tooling			Last Qty. Recvd	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	11/23/2015	11/23/2015		RECEIVED	



GILL INDUSTRIES, INC.
5271 PLAINFIELD AVENUE NE
GRAND RAPIDS, MI 49525
616-559-2700 Fax: 616-559-8850

PURCHASE ORDER

61825-04

11/23/2015

TO:

REI AUTOMATION
1240 VETERANS ROAD
COLUMBIA, MI 49809

SHIP TO:

GILL MANUFACTURING (2)
505 NORTH INDUSTRIAL BOULEVARD
TRENTON, GA 30752
USA

Buyer	Confirm To	Requested By	Ship Via	FOB	Terms
GMCCOTTER		HENTEMANN			

Item # / Rev	Description	Quantity	UOM	Unit Cost	Ext. Cost
Z01350	TOOLING	1.00	EACH	45,000.00 USD	45,000.00
Project ID: T1321	Net 30 on 30% on order, 10% on conceptual design (which can be held until 2016), 25% on detail design, 25% on runoff, and 10% on installation. SQF.803.803/804 Weld Tooling			Last Qty. Recvd:	0 11/09/2016
<u>Release Qty</u>	<u>Request Date</u>	<u>Promise Date</u>	<u>Comment</u>	<u>Status</u>	
1.00	1/4/2016	1/4/2016		RECEIVED	

"This Purchase Order is subject to the Terms and Conditions as stated at
Gill Industries Terms and Conditions"

All Costs Are Shown In US Dollars

Authorized Signature: _____

SubTotal \$	604,575.00
Tax	0.00
Grand Total	604,575.00

** PURCHASE ORDER **

**Gill**505 N. Industrial Boulevard
Trenton, Georgia 30752

ORDER
PLACED
WITH:

REI AUTOMATION, INC.
1240 VETERANS ROAD
COLUMBIA SC 29070
UNITED STATES

SHIP TO:

GILL MANUFACTURING, INC.
505 N. INDUSTRIAL BLVD.
TRENTON GA 30752

1

GILL MANUFACTURING, INC PAGE
BILL TO: 505 NORTH INDUSTRIAL BLVD.
TRENTON GA 30752
UNITED STATES

PHONE
803 791 8550

FAX
803 791 8663

P.O. DATE 2/10/154	VENDOR 1301	SHIP VIA	FOB DESC.	TERMS	DELIVERY DATE SEE BODY
SPECIAL CHARGES		FREIGHT	BUYER: 616-5592822 PHONE:		
Receiving Instructions - Gill Trenton GA					
ITEM- Z00490 1 CAPITAL JOBS IN PROGRESS DELIVER ON 12/09/15 W'd cell assembly complete per ached quote		QUANTITY 1.000 EA	UNIT PRICE 1232605.0000 <i>369,781.50 Pd</i> <i>862,823.50</i>	AMOUNT 1232605.00	
TOTAL				1232605.00	

This Purchase Order is subject to the Terms
and Conditions as stated at <http://www.gill-industrial.com/supplier/forms/>

AUTHORIZED BY _____

X

**Gill**805 N. Industrial Boulevard
Trenton, Georgia 30762

** PURCHASE ORDER **

P047715 00

ORDER
PLACED
WITH
REI AUTOMATION, INC.
1240 VETERANS ROAD
COLUMBIA SC 29070
UNITED STATES

SHIP TO:

GILL MANUFACTURING, INC.
505 N. INDUSTRIAL BLVD.
TRENTON GA 30752

1

GILL MANUFACTURING, INC PAGE
BILL TO: 505 NORTH INDUSTRIAL BLVD.
TRENTON GA 30752
UNITED STATES

PHONE
803 791 8550

FAX
803 791 8663

P.O. DATE	VENDOR	SHIP VIA	FOB DESC.	TERMS	DELIVERY DATE
4/26/16	301				SEE BODY
SPECIAL CHARGES		FREIGHT		BUYER: 616-5592822	
				PHONE:	
<p>Supplier - Terms changed to reflect final 10% paid after runoff at Gill facility. Receiving Instructions - Terms are 40% Down, 25% at Design Approval, and 25% upon Runoff at REI Facility, and 10% after delivery and runoff at Gill, all payments Net 30</p> <p>ITEM- Z00490 1 CAPITAL JOBS IN PROGRESS DELIVER ON 6/17/16 Spot Weld Fixture for 7398530. Fixture will support 1 of this part during spot welding of 8 spot welds. All parts presence verified before operation including weld nut and stud from previous operations. Electrical to match connection style of REI supplied Spot Weld Tables with quick disconnect electrical and pneumatic connections. Fixture to be combined with 9117797 fixture due to low volume requirements.</p> <p>ITEM- Z00490 2 CAPITAL JOBS IN PROGRESS DELIVER ON 6/17/16 Spot Weld Fixture for 9117797. Fixture will support 1 of this part during spot welding of 20 spot welds. All parts presence verified before operation</p>			QUANTITY	UNIT PRICE	AMOUNT
			1.000 EA	24000.0000	24000.00
			1.000 EA	35000.0000	35000.00
			TOTAL		

EXHIBIT
#5

This Purchase Order is subject to the Terms and Conditions as stated at <http://www.gill-industries.com/supplier/forms/>

CONTINUED

AUTHORIZED BY


Gill

 605 N. Industrial Boulevard
 Trenton, Georgia 30762

REI AUTOMATION, INC.

 ORDER PLACED WITH: 1240 VETERANS ROAD
 COLUMBIA SC 29070
 UNITED STATES

** PURCHASE ORDER **

P047715 - 00

SHIP TO:

 GILL MANUFACTURING, INC.
 505 N. INDUSTRIAL BLVD.
 TRENTON GA 30752

2

 GILL MANUFACTURING, INC PAGE
 BILL TO: 505 NORTH INDUSTRIAL BLVD.
 TRENTON GA 30752
 UNITED STATES

 PHONE
 803 791 8550

 FAX
 803 791 8663

P.O. DATE	VENDOR	SHIP VIA	FOB DESC.	TERMS	DELIVERY DATE
4/26/16	3301				SEE BODY
SPECIAL CHARGES		FREIGHT	BUYER: 616-5592822		
			PHONE:		
including weld nut, washer and stud from previous operations. Electrical to match connection style of REI supplied Spot Weld Tables with quick disconnect electrical and pneumatic connections. Fixture to be combined with 7398530 fixture due to low volume requirements.				QUANTITY	UNIT PRICE
ITEM- 200490 3 CAPITAL JOBS IN PROGRESS DELIVER ON 6/17/16 Spot Weld Fixture for 7385125 and 7385126. Fixture will support 4 of this part during spot welding of 2 spot welds per part. Part identification to be incorporated to detect part loaded. All parts presence verified before operation. Electrical to match connection style of REI supplied Spot Weld Tables with quick disconnect electrical and pneumatic connections.				2.000 EA	15500.0000
ITEM- 200490 4 CAPITAL JOBS IN PROGRESS DELIVER ON 6/17/16 Spot Weld Fixture for 7440141/142. Fixture will support 4 of this part during spot welding of 2 spot welds per part. All parts presence verified before operation including weld nut, washer and stud from previous				1.000 EA	38000.0000
				TOTAL	

 This Purchase Order is subject to the Terms and Conditions as stated at <http://www.gill-industries.com/supplier/forms/>

CONTINUED

AUTHORIZED BY

P047715 - 00

803 FAX 791 8663

AUTHORIZED BY

EXHIBIT 2



SERVICE REQUEST

Date:	June 29, 2016
Project Name:	Projection & Spot Welding VW416
Job Number:	05001
P.O. Number:	61825-04 (Tooling) 46912-00 (Capital)
Customer:	Steve Strubberg - Gill Industries

GENERAL INFORMATION

Service Notice Number	05001-06	Customer E-Mail	sstrubberg@gill-industries.com	Project Engineer
Customer Phone	423-242-5460	Customer Fax	616-559-7679	

REQUESTED CHANGE

☒ Change Order ☐ Field Service Request ☐ Other (Please Specify)

Description of Problem or Request:

Requested Change

- Gill requests that REI not fully assemble one (1) of the four (4) ordered weld cells. Three (3) robots, weld heads, cable management systems and power supplies for the associated robots will be shipped to a third party.
- Gill requests that the robot weld program for only one (1) of the part numbers will be developed for the remaining weld cells.

REI Proposed Solution or Change

- The project price will be reduced by the assembly labor required to build the duplicate cell. Three (3) robots will be shipped to the third party within 3 days of REI's receipt of \$182,885, representing REI's costs to date on the project. ~~\$15,600.00~~ Reduction for line item 1.
 - The programming labor will be reduced for the eleven (11) robot programs not being developed. ~~\$17,600.00~~ Reduction for item 2.
- New Project Payment Schedule Balance=\$458,669 Payment 1: \$182,885 Immediately to Release Three Robots to Third Party;
 Payment #2: \$100,000 Upon Successfully Running PN381 on one Cell, ~~6 weeks~~ after C.O. approval.
 Payment #3: \$175,784 Upon Successfully Running PN381 on the Remaining Cells with Four Projection Welders, ~~8 weeks~~ after approval.

WARRANTY, CHANGE, OR SERVICE DISPOSITION

Warranty Issue	<input type="checkbox"/> Yes <input type="checkbox"/> No	Project Engineer
Change Order Effect	<input type="checkbox"/> No Charge	
	<input checked="" type="checkbox"/> Price Impact <u>\$33,200.00 Reduction</u>	
	<input checked="" type="checkbox"/> Delivery Impact <u>Per Included Detail</u>	
Submittal	<input type="checkbox"/> Logged In REI System <input type="checkbox"/> Customer Approval Required	
	<input checked="" type="checkbox"/> Customer Notified via E-mail <input type="checkbox"/> Customer Approval Not Required	
	<input checked="" type="checkbox"/> Purchase Order Required	
Origination of Notice	Grant Phillips President 6/29/16	
	Name Title Date	
Close Out	<input type="checkbox"/> Received Confirming P.O. (If Applicable) P.O. #:	
Customer Sign-off	<i>Cy A. Balas</i> 6/30/16	
	Customer Signature Date	
REI Sign-off	REI Signature Date	

This Service Request is valid for 30 days. Unless otherwise stated, payment terms are 50% upon order and 50% upon completion.



SERVICE REQUEST

Date:	June 29, 2016
Project Name:	BMW Spot Welding Tooling
Job Number:	05001
P.O. Number:	47715 (Tooling)
Customer:	Steve Strubberg - Gill Industries

GENERAL INFORMATION		Project Engineer	
Service Notice Number	05001-07	Customer E-Mail	sstrubberg@gill-industries.com
Customer Phone	423-242-5460	Customer Fax	616-559-7679

REQUESTED CHANGE	Project Engineer
<input type="checkbox"/> Change Order <input type="checkbox"/> Field Service Request <input type="checkbox"/> Other (Please Specify)	

Description of Problem or Request:

Requested Change

Gill requests to cancel this project and resubmit the PO to Southeastern Tool & Design. As information, REI provided SETD a purchase order in the amount of \$110,000.00 for the detail design and build of the tools. When the direction to convert one of the VW cells to a cell for this tooling, we cancelled the original \$110,000.00 purchase order, because the ejection of the parts into a chute was not being considered. Two additional PO's were placed with SETD, one for \$18,000 for the design and \$6,601 to cover the materials processed to date.

REI Proposed Solution or Change

1. The outstanding SETD PO's will remain in effect. \$18,000 will be paid immediately by REI to SETD upon approval of the six designs by Steve Strubberg of Gill. \$6,601 will be paid immediately to SETD to cover in-process parts.
2. Cancellation charges of \$12,800 for profit and \$5,412 for overhead will be assigned to REI.
3. The original PO of \$128,000 will be reduced to \$42,814. \$8,386 will be returned to Gill by REI from the initial payment of \$51,200.

WARRANTY, CHANGE, OR SERVICE DISPOSITION

Warranty Issue	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Project Engineer
Change Order Effect	<input type="checkbox"/> No Charge <input checked="" type="checkbox"/> Price Impact \$85,186.00 Reduction <input checked="" type="checkbox"/> Delivery Impact Per Included Detail	
Submittal	<input type="checkbox"/> Logged in REI System <input type="checkbox"/> Customer Notified via E-mail	<input checked="" type="checkbox"/> Customer Approval Required <input type="checkbox"/> Customer Approval Not Required <input checked="" type="checkbox"/> Purchase Order Required
Origination of Notice	Grant Phillips President 6/29/16 Name Title Date	
Close Out	<input type="checkbox"/> Received Confirming P.O. (If Applicable)	P.O. #:
Customer Sign-off	<i>Cija Balas</i> Customer Signature	6/30/16 Date
REI Sign-off	REI Signature	Date

This Service Request is valid for 30 days. Unless otherwise stated, payment terms are 50% upon order and 50% upon completion.

EXHIBIT 3

Date	Invoice #
3/31/2017	05001-10

Ship To	
Gill Manufacturing, Inc 505 North Industrial Blvd Trenton, GA 30752	

P.O. No.	Terms
46912-00	Due on receipt

Project
05001 Projection & Spot welding VW416

Description	Qty	Rate	Amount
Payment #3 - \$175,784 due upon successful runoff of PN381 on the remaining cells with four projection welders	0.25	703,136.00	175,784.00

Payments/Credits	- \$60,457.50
Balance Due:	\$116,326.50

NOT PAID

EXHIBIT
#1

